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Attorneys for Debtors and Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**DECLARATION OF ROBB MCWILLIAMS
IN SUPPORT OF REORGANIZED
DEBTORS' NINETY-SEVENTH OMNIBUS
OBJECTION TO CLAIMS (BOOKS AND
RECORDS CLAIMS / SATISFIED CLAIMS /
NO LIABILITY CLAIMS)**

**Response Deadline:
August 11, 2021, 4:00 p.m. (PT)**

Hearing Information If Timely Response Made:

Date: August 25, 2021

Time: 10:00 a.m. (Pacific Time)

Place: (Telephonic Appearances Only)
United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

1 I, Robb C. McWilliams, pursuant to section 1746 of title 28 of the United States Code, hereby
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,
3 information, and belief:

4 1. I am a Managing Director at the firm of AlixPartners, LLP (“**AlixPartners**”), which is
5 an affiliate of both AlixPartners, LLC and AP Services, LLC (“**APS**”). APS was previously retained to
6 provide interim management services to Pacific Gas and Electric Corporation and Pacific Gas and
7 Electric Company, as debtors and reorganized debtors (collectively, the “**Debtors**,” or, as reorganized
8 pursuant to the Plan, the “**Reorganized Debtors**”) in the above-captioned Chapter 11 cases (the
9 “**Chapter 11 Cases**”). I submit this Declaration in support of the *Reorganized Debtors’ Ninety-Seventh*
10 *Omnibus Objection to Claims (Books and Records Claims / Satisfied Claims / No Liability Claims)* (the
11 “**Omnibus Objection**”),¹ filed contemporaneously herewith.

12 2. In my current position, I am responsible for overseeing the Bankruptcy Case Management
13 component of AlixPartners’ assignment to assist the Reorganized Debtors with various matters related
14 to these Chapter 11 Cases. My area of responsibility includes the effort by AlixPartners, in coordination
15 with the Reorganized Debtors, to review and assess the validity of all claims asserted against the Debtors,
16 other than (a) Fire Claims and Subrogation Wildfire Claims and (b) providing limited support with
17 respect to Securities Claims. I am generally familiar with the Reorganized Debtors’ day-to-day
18 operations, financing arrangements, business affairs, and books and records. Except as otherwise
19 indicated herein, all facts set forth in this Declaration are based upon my personal knowledge, the
20 knowledge of other AlixPartners professionals working under and alongside me on this matter, my
21 discussions with the Reorganized Debtors’ personnel, the Reorganized Debtors’ various other advisors
22 and counsel, and my review of relevant documents and information prepared by the Reorganized
23 Debtors. If called upon to testify, I would testify competently to the facts set forth in this Declaration. I
24 am authorized to submit this declaration on behalf of the Reorganized Debtors.

25 3. The AlixPartners team under my supervision has been actively and intimately involved
26 in the claims review and reconciliation process since shortly after the filing of these Chapter 11 Cases.

27 ¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in
28 the Omnibus Objection.

1 AlixPartners initially assisted the Debtors in the preparation of their bankruptcy schedules based on the
2 Debtors' books and records. As claims were filed, AlixPartners coordinated with the Debtors the process
3 of reconciling filed claims with the Debtors' schedules and books and records to determine the validity
4 of filed claims based on those schedules and books and records. AlixPartners has developed and
5 maintains a claims reconciliation database and various data management applications that are used by
6 the Reorganized Debtors and AlixPartners to identify both valid claims as well as claims that are not
7 valid in whole or in part and the appropriate grounds for objection to such claims. AlixPartners is now
8 supporting, and will continue to support, the efforts of the Reorganized Debtors and their counsel to
9 resolve disputed claims, including by formal objections as necessary.

10 **A. Books and Records Claims**

11 4. As part of the claims review and reconciliation process described in Paragraph 3 above,
12 the AlixPartners team, working with the Reorganized Debtors' personnel and other professionals, has
13 identified a number of Proofs of Claim that list higher amounts than are reflected in the Reorganized
14 Debtors' books and records.

15 5. The Omnibus Objection is directed to some of these claims—those identified on
16 **Exhibit 1**, in the row titled "Original Creditor" (the "**Books and Records Claims**").

17 6. **Exhibit 1** to the Omnibus Objection was prepared by the AlixPartners team under my
18 overall supervision, and I am familiar with both documents, their contents, and the process under which
19 they were prepared.

20 7. Each of the Books and Records Claims identified on **Exhibit 1** seeks an amount that
21 contradicts the Reorganized Debtors' books and records. The Reorganized Debtors have determined
22 that the Books and Records Claims assert liabilities for which the Reorganized Debtors are not liable or
23 are in excess of the amounts reflected in their books and records, and as stated in the Reduced Claim
24 Amount row on **Exhibit 1**. For Proof of Claim No. 6964 (West-Lite Supply Co, Inc.), parts of the excess
25 amounts asserted in the Books and Records Claims were satisfied by, among other things, payments
26 made during the Chapter 11 Cases pursuant to Court orders. For Proof of Claim No. 1369 (Shaw
27 Pipeline, Inc.), the Reorganized Debtors determined that the excess amount asserted was not valid after
28 the Claimant did not respond to the Reorganized Debtors' requests for documentation supporting the

1 excess amount. Accordingly, the Reorganized Debtors are seeking to reduce the filed claims to the
2 amounts for which they are liable based on their current books and records. Through the Omnibus
3 Objection, the Reorganized Debtors seek to allow the Books and Records Claims in each respective
4 Reduced Claim Amount listed on **Exhibit 1**, or disallow and expunge the Books and Records Claims in
5 their entirety if the Reduced Claim Amount is zero.

6 **B. Satisfied Claims**

7 8. As part of the claims review and reconciliation process described in Paragraph 3 above,
8 the AlixPartners team, working with the Reorganized Debtors' personnel and other professionals, has
9 identified a number of filed claims that have been fully paid—and thus completely satisfied and
10 released—prior to the commencement of or over the course of these Chapter 11 Cases. The Omnibus
11 Objection is directed to some of those claims—those specifically identified in **Exhibit 2** to the Omnibus
12 Objection, in the column headed “Claims To Be Disallowed and Expunged,” and referred to in the
13 Omnibus Objection as “Satisfied Claims.” **Exhibit 2** to the Omnibus Objection was prepared by the
14 AlixPartners team under my overall supervision, and I am familiar with both documents, their contents,
15 and the process under which they were prepared.

16 9. **Exhibit 2** to the Omnibus Objection also identifies in the “Basis for Objection” that the
17 Satisfied Claims are classified as “Cure Payments,” referring to Claims paid in their entirety as a cure as
18 part of the assumption of an executory contract that was assumed during the bankruptcy proceeding or
19 on the Effective Date pursuant to the Plan and Confirmation Order.

20 10. Based on AlixPartners' review of the Reorganized Debtors' books and records and my
21 team's consultations with the Reorganized Debtors' personnel, each of the Satisfied Claims identified
22 on **Exhibit 2** to the Omnibus Objection has been satisfied prior to or over the course of the Chapter 11
23 Cases. Accordingly, through the Omnibus Objection, the Reorganized Debtors request that the Court
24 disallow and expunge the Satisfied Claims in their entirety.

25 **C. No Liability Claims**

26 11. As part of the claims review and reconciliation process described in Paragraph 3 above,
27 the AlixPartners team, working with the Reorganized Debtors' personnel and other professionals, has
28 identified a number of filed Proofs of Claim for which the Reorganized Debtors are not liable. If not

1 disallowed and expunged, these Proofs of Claim potentially could allow the applicable claimants to
2 receive recoveries to which they are not entitled.

3 12. The Omnibus Objection is directed to some of those Proofs of Claim—those specifically
4 identified in Exhibit 3 to the Omnibus Objection, in the column headed “Claims To Be Disallowed and
5 Expunged,” and referred to in the Omnibus Objection as “No Liability Claims.” Exhibit 3 to the
6 Omnibus Objection was prepared by the AlixPartners team under my overall supervision, and I am
7 familiar with both documents, their contents, and the process under which they were prepared.

8 13. Exhibit 3 also specifically identifies in the “Basis for Objection” that the No Liability
9 Claims are classified as “Protective Claims.” These Proofs of Claim assert protective claims that are
10 potentially owing post-petition, and in some cases for unliquidated amounts. The Reorganized Debtors
11 have reviewed their books and records and have determined that they have no known liability as of the
12 Petition Date with respect to the Protective Claims. Approval of the relief requested herein will not
13 prejudice the holders of any of the Protective Claims because (a) the Claimants retain all non-bankruptcy
14 remedies that would have existed had these Chapter 11 Cases not been filed and (b) the Debtors commit
15 that they will not raise any bankruptcy defenses to future assertion of claims based on the alleged post-
16 petition failure of the Reorganized Debtors to perform or honor their obligations relating to such claims.

17 14. Based on AlixPartners’ review of the Reorganized Debtors’ books and records and my
18 team’s consultations with the Reorganized Debtors’ personnel, each of the No Liability Claims identified
19 on Exhibit 3 represents a Proof of Claim for which the Reorganized Debtors do not have any liability.

20 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and
21 correct to the best of my knowledge, information, and belief. Executed this fifteenth day of July, 2021.

22 /s/ Robb McWilliams
23 Robb McWilliams
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